

RECORDATION NO. 23911 FILED

MAR 21 2002 2-52 PM

TS  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 21, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 21, 2002 a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
6250 River Road  
Rosemont, IL 60018

Lessee: The Burlington Northern and Santa Fe  
Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

50 Locomotives within the series EMDX 9013 – EMDX 9099

Mr. Vernon A. Williams  
March 21, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF LEASE**  
**(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE dated as of March 21, 2002 is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor") and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Lease Supplement No. 1 to Locomotive Master Lease Agreement and the Locomotive Master Lease Agreement each dated as of December 31, 2001 and in each case between Lessor and Lessee.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE BURLINGTON NORTHERN AND SANTA  
FE RAILWAY COMPANY

By: ME Foster  
Name: Marquet Foster  
Title: AVP

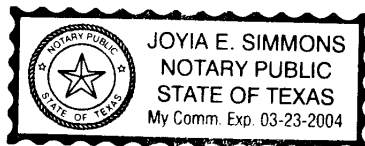
STATE OF TEXAS )  
COUNTY OF TARRANT ) ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of TARRANT this 15th day of March, 2002 by ME Foster, as AVP of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation.

My commission expires: 3/23/04

Joyia E. Simmons  
Notary Public

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour  
Name: Richard F. Seymour  
Title: Vice President Sales & Marketing

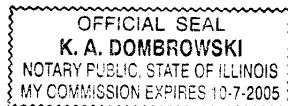
STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 8th day of March, 2002 by Richard F. Seymour, as VP Sales & Marketing of FIRST UNION RAIL CORPORATION, a North Carolina corporation.

K. A. Dombrowski  
Notary Public

My commission expires: 10-7-2005

[Notarial Seal]



**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

<b>No. of Locomotives</b>	<b>Model</b>	<b>Manufacturer</b>	<b>Original Road Numbers</b>	<b>Current Road Numbers</b>
50	3,800 h.p., SD- 60 diesel electric	EMD - GMC	OWY 9013, 9016,9020, 9023, 9027, 9030, 9033- 9037, 9040- 9046, 9050, 9051, 9053- 9058, 9060, 9061, 9064, 9066, 9067, 9069, 9071, 9073-9076, 9078-9080, 9082, 9085- 9087, 9089, 9092, 9094, 9095, 9097, 9099	EMDX 9013, 9016,9020, 9023, 9027, 9030, 9033- 9037, 9040- 9046, 9050, 9051, 9053- 9058, 9060, 9061, 9064, 9066, 9067, 9069, 9071, 9073-9076, 9078-9080, 9082, 9085- 9087, 9089, 9092, 9094, 9095, 9097, 9099